

Intermediate-Term Proceeds Pool Prospectus

OVERVIEW

The State Investment Commission (the "Commission") is charged with the oversight of the Commonwealth's investment programs pursuant to KRS 42.500. The Commission is comprised of the Governor, Treasurer, Secretary of the Finance and Administration Cabinet and gubernatorial appointees who represent the Kentucky and Community Bankers Associations. The Commission delegates the day-to-day management of the Commonwealth's investments to the Office of Financial Management. ("OFM").

The Commonwealth's investments have been categorized into four distinct classifications or "pools." The Short-Term Pool consists primarily of General Fund cash balances and provides liquidity for the remaining pools. The Intermediate-Term Pool represents Agency Fund investments, state held component unit and fiduciary fund accounts held for the benefit of others by the state. The Long-Term Pool invests the Budget Reserve Trust Fund account and any other funds deemed appropriate for the pool where liquidity is not a serious concern. The remaining fund is the Bond Proceeds Pool where capital construction bond proceeds are invested until expended for their intended purpose pursuant to Internal Revenue Service guidelines.

The purpose of the investment pools is to provide economies of scale that enhance yield, ease of administration for both the user agencies and OFM, and increased accountability and control.

OBJECTIVE

To maximize current income consistent with the preservation of principal within prescribed maturity and quality standards.

Shares will fluctuate based upon changes in market conditions. **See Risk and Risk Management.** In an effort to minimize fluctuations in market value, the pool will maintain a modified duration of less than 3.0 years. Modified duration is the time weighted value of future cash-flows on a portfolio of investments and reflects the expected percentage change in price of the portfolio for every one hundred basis point change in interest rates. The pools will also utilize approved hedging techniques to limit volatility of the pool.

Shares of the pool represent a divisible interest in the underlying securities and are not federally insured or guaranteed by the U.S. Government, Federal Deposit Insurance Corporation or any federal agency. The pools have not been approved by the Securities and Exchange Commission.

PERMITTED INVESTMENTS

All investments shall be permitted investments as defined in KRS 42.500 and as further limited by 200 KAR Chapter 14. **See Pool Investment Policies.**

RISK

The pool, as all fixed income investments held individually or collectively, is exposed to four types of risk:

- 1) Interest Rate Risk: the potential for an increase/decrease in share values based upon decreases/increases in the level of market interest rates.
- 2) Income Risk: the potential for the portfolio's income to rise/fall as interest rates increase/decrease.
- 3) Credit Risk: the potential that a security's issuer will fail to make timely payments of principal and interest.
- 4) Prepayment Risk: the potential for an issuer of a security to call or prepay principal prior to the stated maturity date. This generally occurs as interest rates fall and proceeds from the call are reinvested at a lower rate.

The pools' risk characteristics are as follows:

- moderate interest rate and income risk due to the intermediate term (less than 7 years);
- low credit risk due to the high quality of investments prescribed by statute; and
- moderate prepayment risk due from return of principal associated with Mortgage Backed Securities, Collateralized Mortgage Obligations, and Asset Backed Securities.

EXPENSES

The pool is assessed an annualized charge, calculated and deducted daily, of five basis points (.0005) to defray operating expenses associated with their administration. Direct expenses can also be passed on to the pool. A traditional intermediate bond fund typically charges between thirty (.0030) and one hundred basis points (.0100) plus expenses.

EXPENDITURES

Funds residing in the pool are available to be spent at any time; however, OFM requests that it be notified as early as possible of any disbursements to be made from this pool.

ACCOUNTING

The assets in each individual pool are valued daily. Daily valuation marks each of the pool's securities to market daily, recognizing any gains or losses. Money market securities are valued using the Amortized Cost Method ("ACM"). The ACM values an instrument at its cost initially and, thereafter, assumes a constant amortization to maturity of any discount or premium. The investment income of the pool is declared daily as income to each qualifying account at the close of business. The daily net income consists of (i) market gains and interest accrued including discount earned (both original and market) (ii) less market losses, less amortization of premium and expenses. Cash income is distributed monthly.

Income is earned only on balances held in accounts that have statutory authority to receive investment income. Any accounts with a negative balance will be considered to have borrowed funds from the pool at the investment yield earned for the days the account is negative. OFM must have on file a copy of the enabling legislation or statutory reference to distribute income. Income will only be posted to qualified accounts that have a balance in the MARS system as kept by the Division of Accounts in the Finance and Administration Cabinet. OFM is not responsible for delays or errors in posting of account balances on the MARS system. All inquiries should be directed to: Mr. Stuart Weatherford, Director, Division of Accounts, 702 Capitol Avenue, Room 484, Frankfort, Kentucky 40601. Statements are issued monthly by OFM.

YIELDS

Yields are quoted as annualized monthly and fiscal year-to-date returns. Yields may be impacted by the timing of deposits and withdrawals from accounts on the MARS system.

SAFEKEEPING

Investments are held by the state's general depository bank. The current general depository bank is Farmers Bank & Capital Trust Company of Frankfort, Kentucky. The bank has a sub-custodial agreement with State Street, which clears all securities transactions. The Commonwealth also has tri-party custodial accounts with Bank of New York and J. P. Morgan/Chase to facilitate the execution of tri-party repurchase agreements.

INVESTMENT POLICIES

U.S. Treasury and Agency securities with a maturity less than seven years have no limit, with the exception of Treasury STRIPS and CUBES which shall be limited to twenty percent (20%) of the pool.

Repurchase and Reverse Repurchase Agreements collateralized at 102% (marked to market daily) with treasuries, agencies, and qualifying mortgages. The maximum maturity is 367 days and executed with approved broker-dealers and Kentucky Bank Repurchase Program participants. The Kentucky Long-Term Bank Repurchase Agreement Program is limited to five years pursuant to 200 KAR Chapter 14. Such transactions shall be executed with Commonwealth tri-party custodian banks or delivery versus payment at the Commonwealth's custodian bank.

Money market securities will also be limited to ten percent (10%) of total pool assets and \$25 million per issuer. Money market securities are defined as: Commercial Paper ("CP"), Certificates of Deposit ("CD"), and Time Deposits ("TD"). All money market securities must be rated A1-P1 or higher. TD may be executed with financial institutions with assets in excess of \$1 billion or more. Bankers' Acceptances ("BA") must be rated A or higher. Maturities shall be limited to six months for BAs and nine months for all other money market securities.

OTHER LIMITATIONS

No more than ten percent (10%) of each pool's assets shall be invested in variable rate instruments with maturities longer than six months.

The pool may purchase shares in 1940 Act Short Term Bond Funds meeting the same criteria at least as stringent as the pool. Limit ten percent (10%).

RISK MANAGEMENT

The pools may utilize interest rate swaps and over-the-counter treasury options to hedge the portfolio against fluctuation due to changes in interest rates. The pools will use these securities for bona fide hedging purposes and not for speculative purposes, as defined by the State Investment Commission. Situations where these types of securities may be employed are to:

1. simulate full investment through the purchase of calls and the sale of puts;
2. limit price fluctuations due to changes in interest rates through the sale of calls and purchase puts; and
3. stabilize income and duration management through the use of interest rate swaps.

The State Investment Commission expressly prohibits the use of leverage or the posting of margin.

Risk Management activities even for bona fide hedging purposes involve elements of risk known as basis risk and counterparty risk. These risks when properly administered are less than an unhedged position.

Basis risk: The risk that the hedge vehicle is not perfectly correlated to the underlying portfolio of securities and that the gains and losses are not perfectly offset against the gains and losses of the securities in the portfolio.

Counterparty risk: The risk that the entity entering into the hedge vehicle fails to perform its obligation under the terms of the agreement. The pool must then reestablish the position to provide the hedge. Market conditions may be different than those when the position was originally established resulting in a higher/lower cost when the position is reestablished. Typically, principal is not at risk, although principal gains and losses representing the net gain or loss in the underlying security may be realized should market conditions move against the portfolio's value.

OFM utilizes industry standard portfolio accounting and risk management software, including marking the portfolio to market daily to minimize basis risk. Counterparty risk is managed by established credit limits for State Investment Commission approved broker/dealers. **See Approved Broker-Dealers.**

SECURITIES LENDING

The pool may lend securities held in the portfolio to broker/dealers approved by the State Investment Commission. Income derived from securities lending will accrue to the benefit of the pool. Currently, the Securities Lending Program is operated on an agency basis with Credit Suisse/First Boston ("CSFB"). The state's portfolio of treasuries, agencies and corporate bonds is made available to CSFB. Earnings are split 75% to the state and 25% to CSFB. There is a guaranteed ten basis point minimum.

Previously, and perhaps again in the future, the state has the right to enter into a principal agreement for its Securities Lending Program. A principal agreement would guarantee a state pay-out for all of the state's treasuries, agencies and corporate bonds. This contract is bid every two years with the best arrangement, whether agent or principal determined at that time.

PROHIBITED TRANSACTIONS

The State Investment Commission prohibits:

- (1) the use of leverage;
- (2) the posting of margin, such as used in the purchase or sale of futures contracts;
and
- (3) the purchase of interest only, principal only, inverse floating rate or other similar types of securities deemed inappropriate for governmental use.

BROKERAGE TRANSACTIONS

When selecting brokers and dealers to facilitate the purchase and sale of portfolio instruments, OFM looks for prompt execution of the order at the most favorable price.

APPROVED BROKER-DEALERS

Approved annually by the State Investment Commission

Repurchase Agreements:

- Primary dealers of the Federal Reserve.
- Rates A1-P1 by Standard and Poor's Ratings Group, a division of McGraw Hill and Moody's Investors Service.
- Transaction amounts limited to a dealer's excess net capital. Banks participating in the KY Bank Repurchase Agreement Program and limited to \$25 million or ten percent (10%) of total assets or the bank's capital, whichever is less.

Hedge Vehicles (Swaps and Options):

- Primary dealers of the Federal Reserve with at least \$100 million in excess net capital.
- Rated A1-P1 by Standard & Poor's Ratings Group, a division of McGraw Hill and Moody's Investors Service.
- Transaction amounts limited to dealer's excess net capital.

Delivery versus Payment Transactions:

- Primary dealers of the Federal Reserve rated A1-P1 by S & P or Moody's or broker-dealers with a business nexus in the Commonwealth with \$25 million in excess net capital; or whose trades are guaranteed by a primary dealer of the Federal Reserve and meets the aforementioned rating criteria.

The information contained herein is believed to be accurate, but is not guaranteed